| | | · · · | |
|--|---|---|------------------|
| NOTICE OF SALE | UNITED STATES ND EXCHANGE COMMISSIO. Shington, D.C. 20549 FORM D C OF SECURITIES PURSUANT TO REGULATION D, TION 4(6), AND/OR ITED OFFERING EXEMPTION | 03058627 ∴ ∴ DSUITIALEU average burde hours per response | |
| Name of Offering (□ check if this is an amendmer | nt and name has changed, and indicate change.) | <u> </u> | |
| Series A-2 Preferred Stock | | | |
| Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendment | □ Rule 504 □ Rule 505 ■ Rule 506 □ Section | on 4(6) 🗆 ULOE | |
| | A. BASIC IDENTIFICATION DA | ГА | |
| 1. Enter the information requested about the issue | г | | |
| Name of Issuer (check if this is an amendment a | nd name has changed, and indicate change.) | | |
| Quallaby Corporation | | | |
| Address of Executive Offices (Number and S | Street, City, State, Zip Code) | Telephone Number (Inclu | ding Area Code) |
| 59 Composite Way, Suite 400, Lowell, MA 0185 | 1 | (978) 322-4200 | |
| Address of Principal Business Operations (if different from Executive Offices) | (Number and Street, City, State, Zip Code) | Telephone Number (Inclu | ding Area Code) |
| Brief Description of Business: Computer softwar | re corporation. | | PROCESSED |
| Type of Business Organization | | | MAY 14 2003 |
| ■ corporation | ☐ limited partnership, already formed | □ other (please specify): | . / MAI T 4 5003 |
| □ business trust | ☐ limited partnership, to be formed | | THOMSON |
| | Month Year | | FINANCIAL |
| Actual or Estimated Date of Incorporation or Orga | | | |
| Jurisdiction of Incorporation or Organization: (Ent | er two-letter U.S. Postal Service abbreviation for Stat CN for Canada; FN for other foreign jurisdictio | | |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

| | | A. BASIC IDENT | IFICATION DATA | | |
|---|--|--|----------------------------|-------------------------------------|--|
| Enter the information requested for t Each promoter of the issuer, if Each beneficial owner having t Each executive officer and dire Each general and managing pa | the issuer has be the power to vot ector of corporat | e or dispose, or direct the e issuers and of corporate | vote or disposition of, 10 | % or more of a cartners of partners | lass of equity securities of the issuer; ship issuers; and |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ■ Executive Officer | ■Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Ferguson, Gregor N. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| | | • | cc) | | |
| c/o Quallaby Corporation, 59 Composit | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ■ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| DeZenzo, Jr., Raymond W. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| c/o Quallaby Corporation, 59 Composit | o War Cuita A | MA 01051 | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ■ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | LI TTOMOTE! | Beneficial Owner | Executive Officer | ■ Director | Ocheral allow Managing Partier |
| (************************************** | | | | | |
| Charles, Yves | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | |
| c/o Quallaby Corporation, 59 Composit | e Way, Suite 40 | 00, Lowell, MA 01851 | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | □ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| D'Amore, Richard | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Coo | de) | | |
| | | | , | | |
| c/o North Bridge Venture Partners, 950 Check Box(es) that Apply: | | | | | |
| Full Name (Last name first, if individual) | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| run Name (Last name mst, m morvidua) | | | | | |
| Fitzgerald, Michael T. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| c/o Commonwealth Capital Ventures, 2 | 0 Williams Stre | et. Wellesley, MA 0248 | 1 | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| | | | | | |
| Humphreys, W. Michael Business or Residence Address | (Number and | Street City State 7in Co | | | |
| Business of Residence Address | (Number and) | Street, City, State, Zip Co | ae) | | |
| c/o Matrix Partners, 1000 Winter Street | t, Waltham, M | A 021 <u>54</u> | | | |
| Check Box(es) that Apply: | □ Promoter | □ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Losier, John T. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |
| ale Ornellate Course of 50 C | W 0 1: 40 | | | | |
| c/o Quallaby Corporation, 59 Composit Check Box(es) that Apply: | | | | - Di | Consultation in the National Control |
| Full Name (Last name first, if individual) | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| | | | | | |
| Partech Europe Partners III | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |
| 42 Avenue Raymond Poincare 75116 P | oric France | | | | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| | | A. BASIC IDENT | IFICATION DATA | | |
|---|--|--|----------------------------|-------------|---|
| Enter the information requested for the Each promoter of the issuer, if Each beneficial owner having the Each executive officer and direct Each general and managing particles. | the issuer has be he power to vote ctor of corporate | e or dispose, or direct the issuers and of corporate | vote or disposition of, 10 | | ass of equity securities of the issuer; hip issuers; and |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Commonwealth Capital Ventures II, L. | D | | | | |
| Business or Residence Address | | Street, City, State, Zip Co | de) | | |
| 2 2511200 01 1103120110 11031200 | (1 tamoer and c | on oot, only, state, hip co | uc) | | |
| 20 Williams Street, Wellesley, MA 0248 | | | | ·- <u>-</u> | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Galileo, S.A. | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | |
| 00 7 10 7 7700 7 1 7 | | | | | |
| 89, rue Taitbout, 75009 Paris, France Check Box(es) that Apply: | | | | | |
| Full Name (Last name first, if individual) | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| run Name (Last name first, if individual) | | | | | |
| Matrix Partners V, L.P. | | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | le) | | |
| 1000 Winter Street, Waltham, MA 0215 | 4 | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | □ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | LI TTOMOTO | - Denoticial Owner | LACCULIVE OTHER | | Concrat and of Managing Latener |
| | | | | | |
| North Bridge Venture Partners III, L.P. | | 0 0 0 | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | ie) | | |
| 950 Winter Street, Waltham, MA 02451 | | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| North Daidge Venture Doutness IV A. I. | n | | | | |
| North Bridge Venture Partners IV-A, L Business or Residence Address | | Street, City, State, Zip Co | nde) | | |
| | (rumoer una | otroot, City, State, Zip Ct | ,40, | | |
| 950 Winter Street, Waltham, MA 02451 | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| North Bridge Venture Partners V-A, L.J | P. | | | | |
| Business or Residence Address | | Street, City, State, Zip Co | ode) | | |
| 050 W-4 C4 W-41 B44 02451 | | | | | |
| 950 Winter Street, Waltham, MA 02451 Check Box(es) that Apply: | C. Duomotos | = Danaficial Owner | E Employee Office | Z Dissess | Consession dies Managing Portuge |
| Check Box(co) that ripply. | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| North Bridge Venture Partners V-B, L.I | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |
| 950 Winter Street, Waltham, MA 02451 | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | _ Delicited Owner | _ DAGGERTO OTHER | 2 2 11000 | = |
| · · · · · · · · · · · · · · · · · · · | | | | | |
| Project Paris 11 | OI - 1 | 0' | 1. | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | |

| | B. INFORMATION ABOUT OFFERING | <u></u> | |
|---------------------------------|--|--------------------------------------|--------------------------------------|
| 1 | Headle issues ald and a she is surjusted to all to a surjustic district of size 0 | Yes | No |
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | |
| 2. | Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? | \$ | n/a |
| | , | Yes | No |
| 3. | Does the offering permit joint ownership of a single unit? | • | |
| 4. | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |
| Full None | Name (Last name first, if individual) | | |
| Busin | ness or Residence Address (Number and Street, City, State, Zip Code) | | |
| Nam | e of Associated Broker or Dealer | | |
| State | es in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | All States | |
| _ [A _ [1] _ [4] _ [4] | IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] | _ [HI] _ [MS] _ [OR] _ [WY] | - [ID] - [MO] - [PA] - [PR] |
| Full | name (Last name first, if individual) | · | |
| Busin | ness or Residence Address (Number and Street, City, State, Zip Code) | | |
| Nam | e of Associated Broker or Dealer | | |
| State | es in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| [A] [I] [N] [F] | IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [MĒ] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |
| Full l | Name (Last name first, if individual) | | |
| Busit | ness or Residence Address (Number and Street, City, State, Zip Code) | | |
| Name | e of Associated Broker or Dealer | | |
| State | s in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| _ [A _ [I _ [N _ [F | [L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\pi\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | Aggregate Offering Price | Amount Already Sold |
|-----|---|-----------------------------|---|
| | Type of Security | | |
| | Debt | \$ | \$ |
| | Equity | \$ <u>5,000,000*</u> | \$ <u> 5,000,000 </u> |
| | □ Common ■ Preferred | | |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ | \$ |
| | Other (Specify) | \$ | \$ |
| | Total | \$5,000,000 | \$5,000,000_ |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| *Aı | n additional 62,500,000 shares of Series A-2 Preferred Stock were issued in exchange for shares of Series A-1 Preferred Stock, Series B-1 Preferred Stock, Series C-1 Preferred Stock and Series D-1 Preferred Stock. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Number of Investors | Aggregate Dollar Amount of Purchases |
| | Accredited Investors | 10 | \$5,000,000_ |
| | Non-accredited Investors. | | ¢ |
| | Total (for filings under Rule 504 only) | | φ |
| | | | \$ |
| | Answer also in Appendix, Column 4, if filing under ULOE | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. | Type of | Dollar Amount |
| | Type of offering | Security | Sold |
| | Rule 505 | | \$ |
| | Regulation A | | \$ |
| | Rule 504 | | \$ |
| | Total | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | O | \$ |
| | Printing and Engraving Costs | | \$ |
| | Legal Fees | • | \$50,000 |
| | Accounting Fees | | \$ |
| | Engineering Fees | a | \$ |
| | Sales Commissions (specify finders' fees separately) | 0 | \$ |
| | Other Expenses (identify) | 0 | \$ |
| | Total | • | \$50,000 |

| | b. Enter the difference between the aggregate offal and total expenses furnished in response to Part adjusted gross proceeds to the issuer." | C - Question 4.a. This difference is the | ; | | 9 | 4,950,000 |
|------------------|--|--|----------------|---|-------------|----------------------|
| | indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re- | any purpose is not known, furnish an e total of the payments listed must equal | | | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments T Others |
| | Salaries and fees | | | \$ | | \$ |
| | Purchase of real estate | | | \$ | | \$ |
| | Purchase, rental or leasing and installation of mac | hinery and equipment | | \$ | 0 | \$ |
| | Construction or leasing of plant buildings and faci | - | - . | \$ | _ | \$ |
| | Acquisition of other business (including the value that may be used in exchange for the assets or sec | of securities involved in this offering | J | | J | |
| | nerger) | | | \$ | | \$ |
| | Repayment of indebtedness | | | \$ | | \$ |
| | Working capital | | | \$ | • | \$ <u>4,950,0</u> |
| | Other (specify): | | - 0 | \$ | | \$ |
| | | | _ | | | |
| | | | | \$ | | \$ |
| | Column Totals | | | \$ <u>0</u> | • | \$ <u>4,950,0</u> |
| | Total Payments Listed (column totals added) | | | s | 4,950,000 |) |
| | | | | | | - |
| | | D. FEDERAL SIGNAT | | | | · |
| un | suer has duly caused this notice to be signed by the lertaking by the issuer to furnish to the U.S. Secure coredited investor pursuant to paragraph (b)(2) of | rities and Exchange Commission, upon | | | | |
| un n-a | lertaking by the issuer to furnish to the U.S. Secur | rities and Exchange Commission, upon | | | | |
| un n-a uer | dertaking by the issuer to furnish to the U.S. Secure ceredited investor pursuant to paragraph (b)(2) of | rities and Exchange Commission, upon Rule 502. | | st of its staff, the information | n furnished | |
| un n-a uer | dertaking by the issuer to furnish to the U.S. Secure credited investor pursuant to paragraph (b)(2) of (Print or Type) | rities and Exchange Commission, upon Rule 502. | | st of its staff, the information | n furnished | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)